

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint Appli-)	Application No. NG-0044
cation of Aquila Inc., d/b/a)	
Aquila Networks, Kansas City,)	
Missouri; Black Hills Corporation,)	
and Black Hills/Nebraska Gas)	PLANNING CONFERENCE ORDER,
Utility Company, LLC, both of)	NOTICE OF HEARING, AND
Rapid City, South Dakota, seeking)	INTERVENTIONS GRANTED
approval of the proposed transfer)	
of Aquila's Certificate of Con-)	
venience and for a Change of)	
Control of Aquila's Nebraska)	
jurisdictional assets.)	Entered: May 15, 2007

BY THE COMMISSION:

On April 4, 2007, Aquila, Inc. d/b/a Aquila Networks ("Aquila"), Black Hills Corporation ("Black Hills") and Black Hills/Nebraska Gas Utility Company, LLC ("BH/Nebraska Gas") (collectively the "Applicants") filed a Joint Application Seeking Approval of the proposed transfer of Aquila's Certificate of Convenience and for a Change of Control of Aquila's Nebraska Jurisdictional Assets. Notice of the Joint Application was published in The Daily Record, Omaha, Nebraska, on April 6, 2007.

Petitions for Intervention

Petitions for Formal Intervention were timely filed by the Public Advocate and SourceGas Distribution, LLC, f/k/a Kinder Morgan, Inc. The Commission being fully advised in the premises finds that the respective petitions of the Public Advocate and SourceGas Distribution, LLC, f/k/a Kinder Morgan, Inc. should be granted.

Planning Conference

In order to process this filing, a planning conference was held in this matter on May 10, 2007, at 10:00 a.m. in the Commission Library, 300 The Atrium, 1200 N Street, Lincoln, Nebraska. The following persons were present at the conference: for Aquila, Steve Jurek, Larry Headley, Renee Parsons and Douglas Law of Blackwell Sanders Peper Martin, LLP; for Black Hills and BH/Nebraska Gas, Steven Helmers, Kyle White, Randall Hanson of Abrahams Kaslow & Cassman LLP; for the Public Advocate, Roger Cox and Jack Shultz of Harding & Shultz; and for the Commission, Director Laura Demman and Nichole Underhill. Participating via telephone, for Black Hills and BH/Nebraska Gas, Frank Prospishil of Abrahams Kaslow & Cassman LLP; and for SourceGas Distribution, LLC, Steve Bruckner of Fraser Stryker.

As a result of the planning conference, several issues were decided. Therefore, this order serves to memorialize those decisions and to provide a timeline for the proceeding in this docket.

Deadlines

Deadlines for various events were established and are set forth in Appendix A.

Service

The official service list for this proceeding is set forth in Appendix B of this order. All persons are responsible for updating their own list.

Assumptions regarding time of receipt: The Commission will assume that documents served in the following manner were received by the following dates:

Method of Service

In person or by agent
Regular mail, certified mail,
or
Registered mail

Date of Receipt

Date of filing
Three days after
mailing

Method of Service

Facsimile sent before 3:00 p.m.
CDT on a business day

Date of Receipt

Date facsimile sent

E-mail sent before 3:00 p.m.
CDT on a business day

Date E-mail sent

Documents sent by facsimile or e-mail shall also be filed with a paper copy via mail.

Parties are encouraged to engage in negotiations; however, the conduct of negotiations does not relieve the parties of their obligation to meet filing deadlines.

Discovery

Requests: Discovery requests or Commission staff information requests shall be served upon all Formal Intervenors on the service list.

Answers: Answers to discovery requests should be made as soon as possible and no later than ten (10) business days from the date of receipt. All answers shall be served upon the propounding party, the Public Advocate and the Commission. Upon written request, one copy of answers to discovery requests shall be provided to other formal intervening parties.

Scope of Discovery: The scope of discovery in this proceeding shall be limited to information relevant to the application filing.

Objections and Motions to Compel Discovery: Unless the Commission determines that an oral argument is necessary, discovery disputes will be resolved based on the written pleadings, any sworn affidavits attached thereto, and materials, if any, provided for in camera inspection. A party seeking a motion to compel must demonstrate that it has in good faith conferred or attempted to confer with the non-responsive party in an effort to secure disclosure without Commission action. Material that is the subject of a successful motion to compel shall be supplied within three business days of receipt of the order granting the motion to compel, or such other date as ordered by the Commission.

Depositions: Depositions may be taken pursuant to the Nebraska Supreme Court Discovery Rules. Depositions shall be taken at a time and place agreed upon by the parties, but in accordance with the deadlines set forth in Appendix A. With permission of the Commission, depositions will be admissible at hearing.

Work Papers: Work papers of other Formal Intervenor or Commission must be presented at the same time testimony is due. All parties should eliminate argumentative, cumulative, or otherwise objectionable passages in comments or other pleadings that they intend to file.

All filed comments and exhibits must be numbered.

Prefiled Testimony - Intervenor Comments - Applicant's Response

Service of Prefiled Testimony: Prefiled testimony from the parties on the service list is not required. However, Formal Intervenor must file testimony on or before the deadline set forth on Appendix A if their formal positions are to be included into the formal record created for this proceeding.

Prehearing and Technical Conference

The Commission anticipates that a technical conference will be held in this matter the date set forth in Exhibit A. Issues such as prehearing and settlement opportunity hearing procedures, and other necessary discussion items will be addressed at that time.

Hearing Fee and Accommodations

A hearing fee of one hundred twenty-five dollars (\$125.00) for each half-day of each hearing will be charged to the Applicants payable upon billing from the Executive Director of the Public Service Commission (Neb. Rev. Stat. § 75-128, Cum. Supp. 2002).

If auxiliary aids or reasonable accommodations are needed for attendance at the meeting, please call the Commission at (402) 471-3101. For people with hearing/speech impairments, please call the Commission at (402) 471-0213 (TDD) or the Nebraska Relay System at (800) 833-7352 (TDD) or (800) 833-0920 (Voice). Advance notice of at least seven days is needed when requesting an interpreter.

O R D E R

IT IS THEREFORE ORDERED by the Commission in the above-captioned matter that the Public Advocate's Petition for Formal Intervention and SourceGas Distribution, LLC, f/k/a/ Kinder Morgan, Inc.'s Petition for Formal Intervention be and are hereby granted.

IT IS FURTHER ORDERED that the deadlines and requirements established in this order and attached hereto are hereby adopted.

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IT IS FURTHER ORDERED that a Technical and Prehearing Conference will be held on **September 5, 2007, at 1:30 p.m. CDT** in the Commission Library, 300 The Atrium, 1200 N Street, Lincoln, Nebraska.

IT IS FURTHER ORDERED by the Commission in the above-captioned matter that a Hearing will be held on **September 12, 2007, at 10:00 a.m. CDT** in the Commission Hearing Room, 300 The Atrium, 1200 N Street, Lincoln, Nebraska.

MADE AND ENTERED at Lincoln, Nebraska, this 15th day of May, 2007.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Gerald F. Up
Anne C. Boyce
Tim Schram

//s// Rod Johnson
//s// Frank E. Landis

Chairman:

Rod Johnson

ATTEST:

ALS Pollock
Executive Director

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APPENDIX A

PROCEDURAL SCHEDULE

<u>DAY</u>	<u>DATE</u>	<u>EVENT</u>
Tuesday	February 6	Announcement of Asset Sale Transaction between Aquila and Black Hills Corp.
Tuesday	March 13	Commission Workshop on Sale Transaction
Wednesday	April 4	Joint Application and Initial Pre-filed Direct Testimony Filed
Wednesday	April 4	Joint Motion for Protective Order, Proposed Protective Order
Friday	April 6	Notice of Application Order Published - <i>The Daily Record</i>
Tuesday	On or around April 17	Commission Order Adopting Protective Order Issued
Tuesday	April 17	Informal Discovery by Public Advocate and Commission Staff Begins
Tuesday	April 24	Notice of Planning Conference Order Issued
Monday	May 7	Intervention Deadline
Thursday	May 10	Planning Conference Held
Tuesday	On or before May 15	Planning Conference Order Issued
Tuesday	On or before May 15	Order on Interventions
Friday	June 22	Discovery on Applicants' Joint Application and Testimony Ends
Friday	July 13	Testimony (if any) of Intervenor Filed
Friday	July 13	Discovery on Intervenor Testimony Begins
Friday	August 3	Discovery on Intervenor Testimony Ends
Wednesday	August 15	Rebuttal Testimony (if any) of Applicants Filed
Wednesday	August 15	Supplemental Discovery on Applicant Rebuttal Testimony Begins

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Wednesday	August 22	Supplemental Discovery on Applicant Rebuttal Testimony Ends
Wednesday	September 5	Prehearing and Technical Conference
Wednesday	September 12	Hearing
Wednesday	September 12	Optional Trial Briefs Filed
Wednesday	September 26	Optional Post Hearing Briefs w/ Optional attached Proposed Orders Filed
Tuesday	On or before October 16	Commission Order Anticipated

APPENDIX B

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